

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of California
(State)

Case number (if known): 18-2702 Chapter 11

232650

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Worthington Energy, Inc.2. All other names debtor used in the last 8 years
Include any assumed names, trade names, and *doing business* as names
Paxton Energy, Inc.3. Debtor's federal Employer Identification Number (EIN) 20 - 1399613

4. Debtor's address

Principal place of business
6136
~~3438~~ Mission Gorge Road
 Number Street
Suite 111
San Diego CA 92120
 City State ZIP Code
San Diego
 County

Mailing address, if different from principal place of business
 Number Street
 P.O. Box
 City State ZIP Code

Location of principal assets, if different from principal place of business
 Number Street
 City State ZIP Code

5. Debtor's website (URL) _____

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

Debtor Worthington Energy, Inc.
Name

Case number (if known) _____

7. Describe debtor's business**A. Check one:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.naics.com/search/>.1 3 1 1**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check one:**

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. **Check all that apply:**

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☒ A plan is being filed with this petition.
- ☒ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☒ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No

☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY

District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?☒ No

☐ Yes. Debtor _____ Relationship _____
District _____ When _____
MM / DD / YYYY

Case number, if known _____

List all cases. If more than 1, attach a separate list.

Debtor Worthington Energy, Inc.
Name

Case number (if known) _____

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property? _____

Number Street

City State ZIP Code

Is the property insured?

- ☐ No
- ☐ Yes. Insurance agency _____
- Contact name _____
- Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds**

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|---|--|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input checked="" type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor Worthington Energy, Inc.
Name

Case number (if known) _____

16. Estimated liabilities

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input checked="" type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING – Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

- ☐ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- ☐ I have been authorized to file this petition on behalf of the debtor.
- ☐ I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

MM / DD / YYYY

x



Signature of authorized representative of debtor

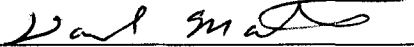
Al Kau

Printed name

Title President

18. Signature of attorney

x



Signature of attorney for debtor

Date

5 - 1 - 18

MM / DD / YYYY

Daniel Masters

Printed name

Law Office of Daniel Masters

Firm name

P. O. Box 66

Number Street

La Jolla

City

CA

State

92038

ZIP Code

858-459-1133

Contact phone

masters@lawyer.com

Email address

220729

Bar number

CA

State

Official Form 201A (12/15)

[If debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11 of the Bankruptcy Code, this Exhibit "A" shall be completed and attached to the petition.]

[Caption as in Form 416B]

Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is _____.

2. The following financial data is the latest available information and refers to the debtor's condition on April 1, 2018.

a. Total assets	\$	50.00	
		2,981,281.69	
b. Total debts (including debts listed in 2.c., below)	\$	2,844,345.00	
c. Debt securities held by more than 500 holders			Approximate number of holders:
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/> \$			
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/> \$			
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/> \$			
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/> \$			
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/> \$			

d. Number of shares of preferred stock

e. Number of shares common stock

2868077366

Comments, if any: _____

3. Brief description of debtor's business: Debtor was in the oil and gas business however all of its wells are shut in because cost to produce is higher than market price of oil and gas.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

Fill in this information to identify the case and this filing:

Debtor Name Worthington Energy, Inc.
 United States Bankruptcy Court for the: Southern District of CA
 (State)
 Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING – Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☒ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☒ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☒ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☒ *Schedule H: Codebtors* (Official Form 206H)
- ☒ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on _____
 MM / DD / YYYY

x

Al Kau

Signature of individual signing on behalf of debtor

Al Kau

Printed name

President

Position or relationship to debtor

Fill in this information to identify the case:

Debtor name Worthington Energy, Inc.United States Bankruptcy Court for the: Southern District of CA
(State)

Case number (if known): _____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Haverstock Manager 80 Eagle Chase Woodbury, NY 11797	516-526-8504	Loan Fee				295,000
2	Jones Walker 201 St. Charles Ave #5100 New Orleans, LA 70170		Legal Fee				244,882.86
3	Surety Financial Group LLC 542 Main St. Reisterstown, MD 21136	410-833-0078	Note				150,601.84
4	Weinberg & Co. 1935 Century Park E. #1120 Los Angeles, CA 90067	310-407-5450	Prof. Services				149,496
5	GEL Properties LLC 16192 Coastal Hwy. Lewes, DE 19958		Note				149,000
6	Ironridge Global Partners 1 Montgomery Tower #2575 San Francisco, CA 94104			disputed			140,000
7	Anthony Mason 3206 Revere St. #410 Houston, TX 77098		Note				115,000
8	LG Capital 1218 Union St. #2 Brooklyn, NY 11225		Note				101,875

Debtor

Worthington Energy, Inc.

Name

Case number (if known)

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9	Charles Volk 145 Corte Madera Ctr #138 Corte Madera, CA 94925	415-305-8790	Mgmt Services				100,000
10	Al Kau 33671 Chula Vista Ave. Dana Point, CA 92629	949-433-4374	Mgmt Services				100,000
11	Common Stock LLC 80 Eagle Chase Woodbury, NY 11797	516-526-8504	Note				92,500
12	Hansen Barnett & Maxwell 5 Triad Center #750 Salt Lake City, UT 84180	800-301-1040	Prof Fees				90,924.86
13	CA Lambertson Consulting 2745 Union St. San Francisco, CA 94123		Prof Services				86,500
14	La Jolla Cove Investors 1793 Union St. San Francisco, CA 94123	415-409-8022	Note				83,440
15	Prolific Group LLC 500 W Silver Spring #K200 Glendale, WI 53217		Note				79,900
16	Revolution Investment Mgmt 80 Eagle Chase Woodbury, CT 11797	516-526-8504	Note				78,500
17	Tarpon Bay Partners LLC 90 Grove St. Ridgefield, CT 06877	203-431-8300	Note				75,000
18	Asher Enterprises 1 Linden Place #207 Great Neck, NY 11021	515-498-9890	Note				74,000
19	New Venture Attorneys 101 Church St. #22 Los Gatos, CA 95030	408-560-9606	Prof Services				70,000
20	Robert Cohen 80 Eagle Chase Woodbury, NY 11797	516-526-8504	Note				60,000

Fill in this information to identify the case:

Debtor name Worthington Energy, Inc.United States Bankruptcy Court for the: Southern District of CA
(State)

Case number (if known): _____

☐ Check if this is an amended filing

Official Form 206Sum

Summary of Assets and Liabilities for Non-Individuals

12/15

Part 1: Summary of Assets1. **Schedule A/B: Assets—Real and Personal Property** (Official Form 206A/B)1a. **Real property:**Copy line 88 from *Schedule A/B*

\$ 0.00

1b. **Total personal property:**Copy line 91A from *Schedule A/B*

\$ 50.00

1c. **Total of all property:**Copy line 92 from *Schedule A/B*

\$ 50.00

Part 2: Summary of Liabilities2. **Schedule D: Creditors Who Have Claims Secured by Property** (Official Form 206D)Copy the total dollar amount listed in Column A, *Amount of claim*, from line 3 of *Schedule D*

\$ 0.00

3. **Schedule E/F: Creditors Who Have Unsecured Claims** (Official Form 206E/F)3a. **Total claim amounts of priority unsecured claims:**Copy the total claims from Part 1 from line 5a of *Schedule E/F*

\$ 0.00

3b. **Total amount of claims of nonpriority amount of unsecured claims:**Copy the total of the amount of claims from Part 2 from line 5b of *Schedule E/F*

+ \$ 2,981,281.69

4. **Total liabilities**

Lines 2 + 3a + 3b

\$ 2,981,281.69

Fill in this information to identify the case:

Debtor name Worthington Energy, Inc.United States Bankruptcy Court for the: Southern District of CA
(State)

Case number (if known): _____

☐ Check if this is an amended filing

Official Form 206A/B

Schedule A/B: Assets — Real and Personal Property

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents**1. Does the debtor have any cash or cash equivalents?**

- ☒ No. Go to Part 2.
☐ Yes. Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor**Current value of debtor's interest****2. Cash on hand**

\$ _____

3. Checking, savings, money market, or financial brokerage accounts (Identify all)

Name of institution (bank or brokerage firm)	Type of account	Last 4 digits of account number	
3.1. _____	_____	_____	\$ _____
3.2. _____	_____	_____	\$ _____

4. Other cash equivalents (Identify all)

4.1. _____	\$ _____
4.2. _____	\$ _____

5. Total of Part 1

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

\$ 0.00**Part 2: Deposits and prepayments****6. Does the debtor have any deposits or prepayments?**

- ☒ No. Go to Part 3.
☐ Yes. Fill in the information below.

Current value of debtor's interest**7. Deposits, including security deposits and utility deposits**

Description, including name of holder of deposit

7.1. _____	\$ _____
7.2. _____	\$ _____

Debtor Worthington Energy, Inc.
Name

Case number (if known) _____

8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent

Description, including name of holder of prepayment

8.1. _____ \$ _____

8.2. _____ \$ _____

9. Total of Part 2.

Add lines 7 through 8. Copy the total to line 81.

\$ 0.00

Part 3: Accounts receivable**10. Does the debtor have any accounts receivable?**☒ No. Go to Part 4.☐ Yes. Fill in the information below.Current value of debtor's
Interest**11. Accounts receivable**11a. 90 days old or less: _____ = → \$ _____
face amount doubtful or uncollectible accounts11b. Over 90 days old: _____ = → \$ _____
face amount doubtful or uncollectible accounts**12. Total of Part 3**

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

\$ 0.00

Part 4: Investments**13. Does the debtor own any investments?**☒ No. Go to Part 5.☐ Yes. Fill in the information below.Valuation method
used for current valueCurrent value of debtor's
Interest**14. Mutual funds or publicly traded stocks not included in Part 1**

Name of fund or stock:

14.1. _____ \$ _____

14.2. _____ \$ _____

15. Non-publicly traded stock and interests in incorporated and unincorporated businesses, including any interest in an LLC, partnership, or joint venture

Name of entity:

% of ownership:

15.1. _____ % _____ \$ _____

15.2. _____ % _____ \$ _____

16. Government bonds, corporate bonds, and other negotiable and non-negotiable instruments not included in Part 1

Describe:

16.1. _____ \$ _____

16.2. _____ \$ _____

17. Total of Part 4

Add lines 14 through 16. Copy the total to line 83.

\$ 0.00

Debtor Worthington Energy, Inc.
Name

Case number (if known) _____

Part 5: Inventory, excluding agriculture assets**18. Does the debtor own any inventory (excluding agriculture assets)?**

- ☒ No. Go to Part 6.
- ☐ Yes. Fill in the information below.

General description	Date of the last physical inventory	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
19. Raw materials	_____ MM / DD / YYYY	\$ _____	_____	\$ _____
20. Work in progress	_____ MM / DD / YYYY	\$ _____	_____	\$ _____
21. Finished goods, including goods held for resale	_____ MM / DD / YYYY	\$ _____	_____	\$ _____
22. Other inventory or supplies	_____ MM / DD / YYYY	\$ _____	_____	\$ _____
23. Total of Part 5 Add lines 19 through 22. Copy the total to line 84.				\$ 0.00

24. Is any of the property listed in Part 5 perishable?

- ☐ No
- ☐ Yes

25. Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?

- ☐ No
- ☐ Yes. Book value _____ Valuation method _____ Current value _____

26. Has any of the property listed in Part 5 been appraised by a professional within the last year?

- ☐ No
- ☐ Yes

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)**27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?**

- ☒ No. Go to Part 7.
- ☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
28. Crops—either planted or harvested	\$ _____	_____	\$ _____
29. Farm animals <i>Examples:</i> Livestock, poultry, farm-raised fish	\$ _____	_____	\$ _____
30. Farm machinery and equipment (Other than titled motor vehicles)	\$ _____	_____	\$ _____
31. Farm and fishing supplies, chemicals, and feed	\$ _____	_____	\$ _____
32. Other farming and fishing-related property not already listed in Part 6	\$ _____	_____	\$ _____

Debtor Worthington Energy, Inc.
Name

Case number (if known) _____

33. Total of Part 6.

Add lines 28 through 32. Copy the total to line 85.

\$ 0.00**34. Is the debtor a member of an agricultural cooperative?**☐ No☐ Yes. Is any of the debtor's property stored at the cooperative?☐ No☐ Yes**35. Has any of the property listed in Part 6 been purchased within 20 days before the bankruptcy was filed?**☐ No☐ Yes. Book value \$ _____ Valuation method _____ Current value \$ _____**36. Is a depreciation schedule available for any of the property listed in Part 6?**☐ No☐ Yes**37. Has any of the property listed in Part 6 been appraised by a professional within the last year?**☐ No☐ Yes**Part 7: Office furniture, fixtures, and equipment; and collectibles****38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?**☐ No. Go to Part 8.☒ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
39. Office furniture			
File cabinet	\$ _____	dealer quote	\$ <u>50.00</u>
40. Office fixtures			
	\$ _____		\$ _____
41. Office equipment, including all computer equipment and communication systems equipment and software			
	\$ _____		\$ _____
42. Collectibles Examples: Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles			
42.1	\$ _____		\$ _____
42.2	\$ _____		\$ _____
42.3	\$ _____		\$ _____

43. Total of Part 7.

Add lines 39 through 42. Copy the total to line 86.

\$ 50.00**44. Is a depreciation schedule available for any of the property listed in Part 7?**☒ No☐ Yes**45. Has any of the property listed in Part 7 been appraised by a professional within the last year?**☒ No☐ Yes

Debtor

Worthington Energy, Inc.
Name

Case number (if known)

Part 8: Machinery, equipment, and vehicles**46. Does the debtor own or lease any machinery, equipment, or vehicles?**

- ☒ No. Go to Part 9.
- ☐ Yes. Fill in the information below.

General description Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number)	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
--	---	--	---------------------------------------

47. Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles

47.1	\$		\$
47.2	\$		\$
47.3	\$		\$
47.4	\$		\$

48. Watercraft, trailers, motors, and related accessories Examples: Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels

48.1	\$		\$
48.2	\$		\$

49. Aircraft and accessories

49.1	\$		\$
49.2	\$		\$

50. Other machinery, fixtures, and equipment (excluding farm machinery and equipment)

	\$		\$
--	----	--	----

51. Total of Part 8.

Add lines 47 through 50. Copy the total to line 87.

\$ 0.00

52. Is a depreciation schedule available for any of the property listed in Part 8?

- ☐ No
- ☐ Yes

53. Has any of the property listed in Part 8 been appraised by a professional within the last year?

- ☐ No
- ☐ Yes

Debtor Worthington Energy, Inc.
Name

Case number (if known) _____

Part 9: Real property**54. Does the debtor own or lease any real property?**

- ☒ No. Go to Part 10.
- ☐ Yes. Fill in the information below.

55. Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest

Description and location of property Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building), if available.	Nature and extent of debtor's interest in property	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
55.1 _____	_____	\$ _____	_____	\$ _____
55.2 _____	_____	\$ _____	_____	\$ _____
55.3 _____	_____	\$ _____	_____	\$ _____
55.4 _____	_____	\$ _____	_____	\$ _____
55.5 _____	_____	\$ _____	_____	\$ _____
55.6 _____	_____	\$ _____	_____	\$ _____

56. Total of Part 9.

Add the current value on lines 55.1 through 55.6 and entries from any additional sheets. Copy the total to line 88.

\$ 0.00**57. Is a depreciation schedule available for any of the property listed in Part 9?**

- ☐ No
- ☐ Yes

58. Has any of the property listed in Part 9 been appraised by a professional within the last year?

- ☐ No
- ☐ Yes

Part 10: Intangibles and intellectual property**59. Does the debtor have any interests in intangibles or intellectual property?**

- ☒ No. Go to Part 11.
- ☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
60. Patents, copyrights, trademarks, and trade secrets _____	\$ _____	_____	\$ _____
61. Internet domain names and websites _____	\$ _____	_____	\$ _____
62. Licenses, franchises, and royalties _____	\$ _____	_____	\$ _____
63. Customer lists, mailing lists, or other compilations _____	\$ _____	_____	\$ _____
64. Other intangibles, or intellectual property _____	\$ _____	_____	\$ _____
65. Goodwill _____	\$ _____	_____	\$ _____

66. Total of Part 10.

Add lines 60 through 65. Copy the total to line 89.

\$ 0.00

Debtor Worthington Energy, Inc.
Name

Case number (if known) _____

67. Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107)?

- ☐ No
☐ Yes

68. Is there an amortization or other similar schedule available for any of the property listed in Part 10?

- ☐ No
☐ Yes

69. Has any of the property listed in Part 10 been appraised by a professional within the last year?

- ☐ No
☐ Yes

Part 11: All other assets

70. Does the debtor own any other assets that have not yet been reported on this form?

Include all interests in executory contracts and unexpired leases not previously reported on this form.

- ☐ No. Go to Part 12.
☒ Yes. Fill in the information below.

**Current value of
debtor's interest**

71. Notes receivable

Description (include name of obligor) _____

_____	—	_____	= →	\$ _____
Total face amount		doubtful or uncollectible amount		

72. Tax refunds and unused net operating losses (NOLs)

Description (for example, federal, state, local)

_____	Tax year _____	\$ _____
_____	Tax year _____	\$ _____
_____	Tax year _____	\$ _____

73. Interests in insurance policies or annuities

_____	\$ _____
-------	----------

74. Causes of action against third parties (whether or not a lawsuit has been filed)

Nature of claim _____

Amount requested \$ _____

\$ _____

75. Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims

Nature of claim _____

Amount requested \$ _____

\$ _____

76. Trusts, equitable or future interests in property

_____	\$ _____
-------	----------

77. Other property of any kind not already listed Examples: Season tickets, country club membership

interests in oil & gas wells that are not operating

\$ 0.00

\$ _____

78. Total of Part 11.

Add lines 71 through 77. Copy the total to line 90.

\$ 0.00

79. Has any of the property listed in Part 11 been appraised by a professional within the last year?

- ☐ No
☐ Yes

Debtor Worthington Energy, Inc.
Name

Case number (if known) _____

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form.

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. Copy line 5, Part 1.	\$ 0.00	
81. Deposits and prepayments. Copy line 9, Part 2.	\$ 0.00	
82. Accounts receivable. Copy line 12, Part 3.	\$ 0.00	
83. Investments. Copy line 17, Part 4.	\$ 0.00	
84. Inventory. Copy line 23, Part 5.	\$ 0.00	
85. Farming and fishing-related assets. Copy line 33, Part 6.	\$ 0.00	
86. Office furniture, fixtures, and equipment; and collectibles. Copy line 43, Part 7.	\$ 50.00	
87. Machinery, equipment, and vehicles. Copy line 51, Part 8.	\$ 0.00	
88. Real property. Copy line 56, Part 9. →		\$ 0.00
89. Intangibles and intellectual property. Copy line 66, Part 10.	\$ 0.00	
90. All other assets. Copy line 78, Part 11.	+ \$ 0.00	
91. Total. Add lines 80 through 90 for each column. 91a.	\$ 50.00	+ 91b. \$ 0.00
92. Total of all property on Schedule A/B. Lines 91a + 91b = 92.		\$ 50.00

Fill in this information to identify the case:

Debtor name Worthington Energy, Inc.
 United States Bankruptcy Court for the: Southern District of CA
 (State)
 Case number (if known): _____

☐ Check if this is an amended filing

Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property

12/15

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

- ☒ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
☐ Yes. Fill in all of the information below.

Part 1: List Creditors Who Have Secured Claims

2. List in alphabetical order all creditors who have secured claims. If a creditor has more than one secured claim, list the creditor separately for each claim.

Column A Amount of claim Do not deduct the value of collateral.	Column B Value of collateral that supports this claim
--	--

2.1 Creditor's name

Describe debtor's property that is subject to a lien

Creditor's mailing address

Creditor's email address, if known

Date debt was incurred

Last 4 digits of account number

Do multiple creditors have an interest in the same property?

- ☐ No
☐ Yes. Specify each creditor, including this creditor, and its relative priority.

\$ _____ \$ _____

Describe the lien

Is the creditor an insider or related party?

- ☐ No
☐ Yes

Is anyone else liable on this claim?

- ☐ No
☐ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H).

As of the petition filing date, the claim is:

Check all that apply.

- ☐ Contingent
☐ Unliquidated
☐ Disputed

2.2 Creditor's name

Describe debtor's property that is subject to a lien

Creditor's mailing address

Creditor's email address, if known

Date debt was incurred

Last 4 digits of account number

Do multiple creditors have an interest in the same property?

- ☐ No
☐ Yes. Have you already specified the relative priority?
☐ No. Specify each creditor, including this creditor, and its relative priority.

- ☐ Yes. The relative priority of creditors is specified on lines _____

\$ _____ \$ _____

Describe the lien

Is the creditor an insider or related party?

- ☐ No
☐ Yes

Is anyone else liable on this claim?

- ☐ No
☐ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H).

As of the petition filing date, the claim is:

Check all that apply.

- ☐ Contingent
☐ Unliquidated
☐ Disputed

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.

\$ _____

Fill in this information to identify the case:

Debtor Worthington Energy, Inc.

United States Bankruptcy Court for the: Southern District of CA
(State)

Case number _____
(If known)

☐ Check if this is an amended filing

Official Form 206E/F

Schedule E/F: Creditors Who Have Unsecured Claims

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on Schedule A/B: Assets - Real and Personal Property (Official Form 206A/B) and on Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

- ☒ No. Go to Part 2.
☐ Yes. Go to line 2.

2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part. If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.

		Total claim	Priority amount
2.1	Priority creditor's name and mailing address Date or dates debt was incurred Last 4 digits of account number _____ Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (____)	As of the petition filing date, the claim is: \$ _____ <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input type="checkbox"/> No <input type="checkbox"/> Yes	\$ _____
2.2	Priority creditor's name and mailing address Date or dates debt was incurred Last 4 digits of account number _____ Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (qqqq)	As of the petition filing date, the claim is: \$ _____ <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input type="checkbox"/> No <input type="checkbox"/> Yes	\$ _____
2.3	Priority creditor's name and mailing address Date or dates debt was incurred Last 4 digits of account number _____ Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (____)	As of the petition filing date, the claim is: \$ _____ <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input type="checkbox"/> No <input type="checkbox"/> Yes	\$ _____

Debtor Worthington Energy, Inc.
Name

Case number (if known) _____

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

		Amount of claim
3.1	Nonpriority creditor's name and mailing address <u>Adar Bay</u> <u>3411 Indian Creek Dr. #403</u> <u>Miami Beach, FL 33140</u> Date or dates debt was incurred <u>Jan 2015</u> Last 4 digits of account number _____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>convertible note</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
		\$ <u>20,625.00</u>
3.2	Nonpriority creditor's name and mailing address <u>AGS Capital Group</u> <u>801 Brickell Ave. #902</u> <u>Miami, FL 33131</u> Date or dates debt was incurred <u>2013</u> Last 4 digits of account number _____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>convertible note</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
		\$ <u>25,000.00</u>
3.3	Nonpriority creditor's name and mailing address <u>Al Kau</u> <u>33671 Chula Vista Ave.</u> <u>Dana Point, CA 92629</u> Date or dates debt was incurred <u>Mar 2014</u> Last 4 digits of account number _____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Managment fee</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
		\$ <u>100,000.00</u>
3.4	Nonpriority creditor's name and mailing address <u>Alliance Advisors</u> <u>200 Broadcare Dr. 3rd Floor</u> <u>Bloomfield, NJ 07003</u> Date or dates debt was incurred <u>2012</u> Last 4 digits of account number _____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
		\$ <u>883.72</u>
3.5	Nonpriority creditor's name and mailing address <u>Arthur L. Gallagher Risk Management</u> <u>1900 West Loop St. #1600</u> <u>Houston TX 77027</u> Date or dates debt was incurred <u>June 2013</u> Last 4 digits of account number _____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>insurance</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
		\$ <u>4,607.00</u>
3.6	Nonpriority creditor's name and mailing address <u>Asher Enterprises</u> <u>1 Linden Place #207</u> <u>Great Neck, NY 11021</u> Date or dates debt was incurred <u>Mar 2014</u> Last 4 digits of account number _____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>convertible note</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
		\$ <u>74,000.00</u>

Debtor Worthington Energy, Inc.
Name

Case number (if known) _____

Part 2: Additional Page

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page. If no additional NONPRIORITY creditors exist, do not fill out or submit this page.

Amount of claim

3. <u>7</u>	Nonpriority creditor's name and mailing address <u>Associated Services</u> <u>553 Martin Ave.</u> <u>Rohnert Park, CA 94929</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <input type="checkbox"/> Liquidated and neither contingent nor disputed	\$ <u>153.35</u>
	Date or dates debt was incurred <u>2014</u> Last 4 digits of account number _____	Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3. <u>8</u>	Nonpriority creditor's name and mailing address <u>Boydston & Klinger</u> <u>235 Montgomery St. #870</u> <u>San Francisco, CA 94104</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>12,500.00</u>
	Date or dates debt was incurred <u>2013</u> Last 4 digits of account number _____	Basis for the claim: <u>Prof fees</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3. <u>9</u>	Nonpriority creditor's name and mailing address <u>CA Lamberson Consulting</u> <u>2745 Union St.</u> <u>San Francisco, CA 94123</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>86,500.00</u>
	Date or dates debt was incurred <u>Mar 2015</u> Last 4 digits of account number _____	Basis for the claim: <u>Prof fees</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3. <u>10</u>	Nonpriority creditor's name and mailing address <u>Charles Volk</u> <u>145 Corte Madera town Center #138</u> <u>Corte Madera, CA 94925</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>100,000.00</u>
	Date or dates debt was incurred <u>June 2015</u> Last 4 digits of account number _____	Basis for the claim: <u>management fees</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3. <u>11</u>	Nonpriority creditor's name and mailing address <u>Cliff Henry</u> <u>130 Seaspray Lane</u> <u>Vero Beach, FL 32963</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>26,000.00</u>
	Date or dates debt was incurred <u>2013</u> Last 4 digits of account number _____	Basis for the claim: <u>director's fees</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	

Debtor Worthington Energy, Inc.
Name

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Part 2: Additional Page

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page. If no additional NONPRIORITY creditors exist, do not fill out or submit this page.

Amount of claim

3.12	Nonpriority creditor's name and mailing address <u>Club West</u> <u>220 Corte Madera Town Center</u> <u>Corte Madera, CA 94925</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <input type="checkbox"/> Liquidated and neither contingent nor disputed	\$ <u>1,400.42</u>
	Date or dates debt was incurred <u>2013</u> Last 4 digits of account number _____	Basis for the claim: <u>trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.13	Nonpriority creditor's name and mailing address <u>Common Stock LLC</u> <u>80 Eagle Chase</u> <u>Woodbury, NY 11797</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>92,500.00</u>
	Date or dates debt was incurred <u>2013</u> Last 4 digits of account number _____	Basis for the claim: <u>convertible note</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.14	Nonpriority creditor's name and mailing address <u>Doty West</u> <u>12707 High Bluff Dr. #200</u> <u>San Diego, CA 92130</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>20,986.00</u>
	Date or dates debt was incurred <u>Feb 2014</u> Last 4 digits of account number _____	Basis for the claim: <u>prof fees</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.15	Nonpriority creditor's name and mailing address <u>EDD State of California</u> <u>P. O. Box 826805</u> <u>Sacramento, CA 94205</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed	\$ <u>200.00</u>
	Date or dates debt was incurred <u>2011</u> Last 4 digits of account number _____	Basis for the claim: <u>tax</u> Is the claim subject to offset? <input type="checkbox"/> No <input type="checkbox"/> Yes	
3.16	Nonpriority creditor's name and mailing address <u>Eide Bailly</u> <u>5 Triad Center #600</u> <u>Salt Lake City, UT 84180</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>2,813.15</u>
	Date or dates debt was incurred <u>2013</u> Last 4 digits of account number _____	Basis for the claim: <u>prof fees</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	

Debtor Worthington Energy, Inc.
Name

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Part 2: Additional Page

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page. If no additional NONPRIORITY creditors exist, do not fill out or submit this page.

Amount of claim

3.17	Nonpriority creditor's name and mailing address <u>Emeillio Law Group</u> <u>12832 Valley View St. #106</u> <u>Garden Grove, CA 92845</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <input type="checkbox"/> Liquidated and neither contingent nor disputed	Amount of claim \$ <u>475.00</u>
	Date or dates debt was incurred <u>Mar 2015</u> Last 4 digits of account number _____	Basis for the claim: <u>prof fees</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.18	Nonpriority creditor's name and mailing address <u>Freeman Mills PC</u> <u>2020 Bill Owens Pkwy, #200</u> <u>Longview, TX 75604</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	Amount of claim \$ <u>4,760.00</u>
	Date or dates debt was incurred <u>2012</u> Last 4 digits of account number _____	Basis for the claim: <u>prof fees</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.19	Nonpriority creditor's name and mailing address <u>Gartenberg Gelfand Hayton & Selden</u> <u>801 S. Figueroa St., #2170</u> <u>Los Angeles, CA 90017</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	Amount of claim \$ <u>3,978.32</u>
	Date or dates debt was incurred <u>Feb 2014</u> Last 4 digits of account number _____	Basis for the claim: <u>prof fees</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.20	Nonpriority creditor's name and mailing address <u>GEL Properties</u> <u>16192 Coastal Highway</u> <u>Lewes, DE 19958</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	Amount of claim \$ <u>149,000.00</u>
	Date or dates debt was incurred <u>2012</u> Last 4 digits of account number _____	Basis for the claim: <u>convertible note</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.21	Nonpriority creditor's name and mailing address <u>Hansen Barnett & Maxwell</u> <u>5 Triad Center #750</u> <u>Salt Lake City, UT 84180</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	Amount of claim \$ <u>90,924.86</u>
	Date or dates debt was incurred <u>2013</u> Last 4 digits of account number _____	Basis for the claim: <u>prof fees</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	

Debtor Worthington Energy, Inc.
Name

Case number (if known) _____

Part 2: Additional Page

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page. If no additional NONPRIORITY creditors exist, do not fill out or submit this page.

Amount of claim

3.22 Nonpriority creditor's name and mailing address <u>Haverstock Manager</u> <u>80 Eagle Chase</u> <u>Woodbury, NY 11797</u> Date or dates debt was incurred <u>2013</u> Last 4 digits of account number <u> </u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <input type="checkbox"/> Liquidated and neither contingent nor disputed Basis for the claim: <u>fee for line of credit</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$ <u>295,000.00</u>
3.23 Nonpriority creditor's name and mailing address <u>IBC Funds LLC</u> <u>1170 Kane Concourse #404</u> <u>Bay Harbor, FL 33154</u> Date or dates debt was incurred <u>2013</u> Last 4 digits of account number <u> </u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>convertible note</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$ <u>32,000.00</u> 3,400.00
3.24 Nonpriority creditor's name and mailing address <u>Irakli Gagua</u> <u>P. O. Box 4707</u> <u>Glendale, CA 91222</u> Date or dates debt was incurred <u>2012</u> Last 4 digits of account number <u> </u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$ <u>1,751.18</u>
3.25 Nonpriority creditor's name and mailing address <u>Ironridge Global Partners LLC</u> <u>One Montgomery Tower, #2575</u> <u>San Francisco, CA 94104</u> Date or dates debt was incurred <u>2013</u> Last 4 digits of account number <u> </u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: <u>convertible note</u> Is the claim subject to offset? <input type="checkbox"/> No <input type="checkbox"/> Yes	\$ <u>140,000.00</u>
3.26 Nonpriority creditor's name and mailing address <u>Jaclin / Szarferman Lakind</u> <u>101 Grovers Mill Road #200</u> <u>Lawrenceville, NJ 08648</u> Date or dates debt was incurred <u>Feb 2015</u> Last 4 digits of account number <u> </u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>prof fees</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$ <u>31,500.00</u>

Debtor Worthington Energy, Inc.
Name

Case number (if known) _____

Part 2: Additional Page

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page. If no additional NONPRIORITY creditors exist, do not fill out or submit this page.

Amount of claim

327	Nonpriority creditor's name and mailing address <u>JMJ</u> <u>26800 Aliso Viejo Pkwy #200</u> <u>Aliso Viejo, CA 92656</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <input type="checkbox"/> Liquidated and neither contingent nor disputed	\$ <u>17,477.00</u>
	Date or dates debt was incurred <u>2013</u> Last 4 digits of account number _____	Basis for the claim: <u>note</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
328	Nonpriority creditor's name and mailing address <u>Jones Walker</u> <u>201 St. Charles Ave. #5100</u> <u>New Orleans, LA 70170</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>244,882.86</u>
	Date or dates debt was incurred <u>May 2014</u> Last 4 digits of account number _____	Basis for the claim: <u>prof fees</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
329	Nonpriority creditor's name and mailing address <u>La Jolla Cove Investors</u> <u>1793 Union St.</u> <u>San Francisco, CA 94123</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>83,440.00</u>
	Date or dates debt was incurred <u>2012</u> Last 4 digits of account number _____	Basis for the claim: <u>convertible note</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
330	Nonpriority creditor's name and mailing address <u>LG Capital</u> <u>1218 Union St. #2</u> <u>Brooklyn, NY 11225</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>101,875.00</u>
	Date or dates debt was incurred <u>Jan 2015</u> Last 4 digits of account number _____	Basis for the claim: <u>convertible notes</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
331	Nonpriority creditor's name and mailing address <u>McDonald Carano Wilson</u> <u>P. O. Box 2670</u> <u>Reno, NV 89505</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>1,603.68</u>
	Date or dates debt was incurred <u>2013</u> Last 4 digits of account number _____	Basis for the claim: <u>prof fees</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	

Debtor Worthington Energy, Inc.
Name

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Part 2: Additional Page

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page. If no additional NONPRIORITY creditors exist, do not fill out or submit this page.

Amount of claim

3.32	Nonpriority creditor's name and mailing address <u>Nevada Agency & Transfer Co.</u> <u>50 West Liberty St. #880</u> <u>Reno, NV 89501</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <input type="checkbox"/> Liquidated and neither contingent nor disputed	\$ <u>18,000.00</u>
	Date or dates debt was incurred <u>Mar 2015</u> Last 4 digits of account number <u> </u>	Basis for the claim: <u>prof fees</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.33	Nonpriority creditor's name and mailing address <u>New Venture Attorneys</u> <u>101 Church St. #22</u> <u>Los Gatos, CA 95030</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>70,000.00</u>
	Date or dates debt was incurred <u>2013</u> Last 4 digits of account number <u> </u>	Basis for the claim: <u>prof fees</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.34	Nonpriority creditor's name and mailing address <u>Osborne Robbins & Buhler</u> <u>4527 South 2300 East, #201</u> <u>Salt Lake City, UT 84117</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>23,175.00</u>
	Date or dates debt was incurred <u>2013</u> Last 4 digits of account number <u> </u>	Basis for the claim: <u>prof fees</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.35	Nonpriority creditor's name and mailing address <u>Paul Jordan</u> <u>5 Tamarade Dr.</u> <u>Littleton, CO 80127</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>35,000.00</u>
	Date or dates debt was incurred <u>2013</u> Last 4 digits of account number <u> </u>	Basis for the claim: <u>director's fees</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.36	Nonpriority creditor's name and mailing address <u>Pickard & Green, CPA</u> <u>28382 Constellation Road</u> <u>Valencia, CA 91355</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>31,650.00</u>
	Date or dates debt was incurred <u>Mar 2015</u> Last 4 digits of account number <u> </u>	Basis for the claim: <u>prof fees</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	

Debtor Worthington Energy, Inc.
Name

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Part 2: Additional Page

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page. If no additional NONPRIORITY creditors exist, do not fill out or submit this page.

Amount of claim

3.37	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is:	\$ 15,767.95
	Pinnacle Energy Service 9420 Cedar Lake Ave. Oklahoma City, OK 73114	Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <input type="checkbox"/> Liquidated and neither contingent nor disputed	
	Date or dates debt was incurred	Basis for the claim: trade debt	
	Last 4 digits of account number	Is the claim subject to offset?	
		<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.38	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is:	\$ 2,925.00
	PR Newswire 602 Plaza Three, Harbor Financial Ctr. Jersey City, NJ 07311	Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	
	Date or dates debt was incurred	Basis for the claim: trade debt	
	Last 4 digits of account number	Is the claim subject to offset?	
		<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.39	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is:	\$ 79,900.00
	Prolific Group 500 W. Silver Spring Dr. #K200 Glendale, WI 53217	Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	
	Date or dates debt was incurred	Basis for the claim: convertible note	
	Last 4 digits of account number	Is the claim subject to offset?	
		<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.40	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is:	\$ 3,709.00
	PublicEase 7668 El Camino Real #104-284 Carlsbad, CA 92009	Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	
	Date or dates debt was incurred	Basis for the claim: trade debt	
	Last 4 digits of account number	Is the claim subject to offset?	
		<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.41	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is:	\$ 37,500.00
	Redwood Capital 1650 Collins Ave. #112-341 Sunny Isles Beach, FL 33160	Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	
	Date or dates debt was incurred	Basis for the claim: convertible note	
	Last 4 digits of account number	Is the claim subject to offset?	
		<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	

Debtor Worthington Energy, Inc.
Name

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Part 2: Additional Page

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page. If no additional NONPRIORITY creditors exist, do not fill out or submit this page.

Amount of claim

3.43	Nonpriority creditor's name and mailing address <u>Revolution Investment Management</u> <u>80 Eagle Chase</u> <u>Woodbury, NY 11797</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <input type="checkbox"/> Liquidated and neither contingent nor disputed	\$ <u>78,500.00</u>
	Date or dates debt was incurred <u>June 2014</u> Last 4 digits of account number _____	Basis for the claim: <u>convertible note</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.44	Nonpriority creditor's name and mailing address <u>Richard Anslow, Esq</u> <u>1345 Avenue of the Americas</u> <u>New York, NY 10105</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>14,013.00</u>
	Date or dates debt was incurred <u>2013</u> Last 4 digits of account number _____	Basis for the claim: <u>prof fees</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.45	Nonpriority creditor's name and mailing address <u>Robert M. Cohen</u> <u>80 Eagle Chase</u> <u>Woodbury, NY 11797</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>60,000.00</u>
	Date or dates debt was incurred <u>June 2014</u> Last 4 digits of account number _____	Basis for the claim: <u>convertible note</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.46	Nonpriority creditor's name and mailing address <u>SAM Group</u> <u>1914 Golden Gate Ave.</u> <u>San Francisco, CA 94115</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>40,000.00</u>
	Date or dates debt was incurred <u>April 2014</u> Last 4 digits of account number _____	Basis for the claim: <u>note</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.47	Nonpriority creditor's name and mailing address <u>Sichenzia Ross Friedman & Ference</u> <u>61 Broadway</u> <u>New York, NY 10006</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>59,921.56</u>
	Date or dates debt was incurred <u>2012</u> Last 4 digits of account number _____	Basis for the claim: <u>prof fees</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	

Debtor Worthington Energy, Inc.
Name

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Part 2: Additional Page

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page. If no additional NONPRIORITY creditors exist, do not fill out or submit this page.

Amount of claim

3.47	Nonpriority creditor's name and mailing address <u>South Ridge Services</u> <u>32 West 200 South, #136</u> <u>Salt Lake City, UT 84101</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <input type="checkbox"/> Liquidated and neither contingent nor disputed	\$ <u>4,110.00</u>
	Date or dates debt was incurred <u>2013</u> Last 4 digits of account number _____	Basis for the claim: <u>prof fees</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.48	Nonpriority creditor's name and mailing address <u>Steve Rush</u> <u>1209 16th Ave. S.</u> <u>Nashville, TN 37212</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>56,000.00</u>
	Date or dates debt was incurred <u>2013</u> Last 4 digits of account number _____	Basis for the claim: <u>prof fees</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.49	Nonpriority creditor's name and mailing address <u>Surety Financial Group</u> <u>652 Main St.</u> <u>Reisterstown, MD 21136</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>150,301.84</u>
	Date or dates debt was incurred <u>Oct 2015</u> Last 4 digits of account number _____	Basis for the claim: <u>convertible note</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.50	Nonpriority creditor's name and mailing address <u>Tarpon Bay Partners</u> <u>Executive Pavillion, 90 Grove St.</u> <u>Ridgefield, CT 06877</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>75,000.00</u>
	Date or dates debt was incurred <u>April 2014</u> Last 4 digits of account number _____	Basis for the claim: <u>note</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.51	Nonpriority creditor's name and mailing address <u>Telekenex</u> <u>425 California St. #2025</u> <u>San Francisco, CA 94104</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>31,000.00</u>
	Date or dates debt was incurred <u>Mar 2015</u> Last 4 digits of account number _____	Basis for the claim: <u>trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	

Debtor Worthington Energy, Inc.
Name

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Part 2: Additional Page

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page. If no additional NONPRIORITY creditors exist, do not fill out or submit this page.

Amount of claim

3.52	Nonpriority creditor's name and mailing address <u>Tomer Tal</u> <u>101 Church St. #22</u> <u>Los Gatos, CA 95030</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <input type="checkbox"/> Liquidated and neither contingent nor disputed	\$ <u>50,000.00</u>
	Date or dates debt was incurred <u>2013</u> Last 4 digits of account number _____	Basis for the claim: <u>note</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.53	Nonpriority creditor's name and mailing address <u>Tony Mason</u> <u>3206 Revere St. #410</u> <u>Houston, TX 77098</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>115,000.00</u>
	Date or dates debt was incurred <u>2013</u> Last 4 digits of account number _____	Basis for the claim: <u>note</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.54	Nonpriority creditor's name and mailing address <u>V-Corp Services</u> <u>25 Robert Pitt Drive #204</u> <u>Monsey, NY 10952</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>390.00</u>
	Date or dates debt was incurred <u>Sept 2013</u> Last 4 digits of account number _____	Basis for the claim: <u>trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.55	Nonpriority creditor's name and mailing address <u>Vintage Group PRN Newswire</u> <u>350 Hudson St. #300</u> <u>New York, NY 10014</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>13,018.00</u>
	Date or dates debt was incurred <u>May 2014</u> Last 4 digits of account number _____	Basis for the claim: <u>trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.56	Nonpriority creditor's name and mailing address <u>Weinberg & Co.</u> <u>1925 Century Park East #1120</u> <u>Los Angeles, CA 90067</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>149,496.00</u>
	Date or dates debt was incurred <u>Mar 2015</u> Last 4 digits of account number _____	Basis for the claim: <u>prof fees</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	

Debtor Worthington Energy, Inc.
Name

Case number (if known) _____

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims**5. Add the amounts of priority and nonpriority unsecured claims.****Total of claim amounts**

5a. Total claims from Part 1

5a. \$ 0.00

5b. Total claims from Part 2

5b. + \$ 2,981,281.695c. Total of Parts 1 and 2
Lines 5a + 5b = 5c.5c. \$ 2,981,281.69

Fill in this information to identify the case:

Debtor name Worthington Energy, Inc.

United States Bankruptcy Court for the: Southern District of CA
(State)

Case number (if known): _____ Chapter 11

☐ Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, numbering the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

- ☒ No. Check this box and file this form with the court with the debtor's other schedules. There is nothing else to report on this form.
- ☐ Yes. Fill in all of the information below even if the contracts or leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.1	State what the contract or lease is for and the nature of the debtor's interest	_____	_____
	State the term remaining	_____	_____
	List the contract number of any government contract	_____	_____
2.2	State what the contract or lease is for and the nature of the debtor's interest	_____	_____
	State the term remaining	_____	_____
	List the contract number of any government contract	_____	_____
2.3	State what the contract or lease is for and the nature of the debtor's interest	_____	_____
	State the term remaining	_____	_____
	List the contract number of any government contract	_____	_____
2.4	State what the contract or lease is for and the nature of the debtor's interest	_____	_____
	State the term remaining	_____	_____
	List the contract number of any government contract	_____	_____
2.5	State what the contract or lease is for and the nature of the debtor's interest	_____	_____
	State the term remaining	_____	_____
	List the contract number of any government contract	_____	_____

Fill in this information to identify the case:

Debtor name Worthington Energy, Inc.United States Bankruptcy Court for the: Southern District of CA
(State)

Case number (if known): _____

☐ Check if this is an amended filing

Official Form 206H

Schedule H: Codebtors

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Does the debtor have any codebtors?

☒ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.☐ Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

Column 1: Codebtor		Column 2: Creditor	
Name	Mailing address	Name	Check all schedules that apply.
2.1 _____	Street _____ _____ City _____ State _____ ZIP Code _____	_____	<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.2 _____	Street _____ _____ City _____ State _____ ZIP Code _____	_____	<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.3 _____	Street _____ _____ City _____ State _____ ZIP Code _____	_____	<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.4 _____	Street _____ _____ City _____ State _____ ZIP Code _____	_____	<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.5 _____	Street _____ _____ City _____ State _____ ZIP Code _____	_____	<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.6 _____	Street _____ _____ City _____ State _____ ZIP Code _____	_____	<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G

Fill in this information to identify the case:

Debtor name Worthington Energy, Inc.United States Bankruptcy Court for the: Southern District of CA
(State)

Case number (if known): _____

☐ Check if this is an amended filing

Official Form 207

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy 04/16

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income**1. Gross revenue from business**☒ None

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year

From the beginning of the fiscal year to filing date: From _____ to Filing date
MM/DD/YYYYFor prior year: From _____ to _____
MM/DD/YYYY MM/DD/YYYYFor the year before that: From _____ to _____
MM/DD/YYYY MM/DD/YYYYSources of revenue
Check all that apply☐ Operating a business☐ Other _____Gross revenue
(before deductions and exclusions)

\$ _____

☐ Operating a business☐ Other _____

\$ _____

☐ Operating a business☐ Other _____

\$ _____

2. Non-business revenueInclude revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.☒ None

Description of sources of revenue

Gross revenue from each source
(before deductions and exclusions)From the beginning of the fiscal year to filing date: From _____ to Filing date
MM/DD/YYYYFor prior year: From _____ to _____
MM/DD/YYYY MM/DD/YYYYFor the year before that: From _____ to _____
MM/DD/YYYY MM/DD/YYYY

\$ _____

\$ _____

\$ _____

Debtor

Worthington Energy, Inc.

Name

Case number (if known)

Part 2: List Certain Transfers Made Before Filing for Bankruptcy**3. Certain payments or transfers to creditors within 90 days before filing this case**

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☒ None

Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer <i>Check all that apply</i>
3.1. Creditor's name _____ Street _____ City _____ State _____ ZIP Code _____	_____ _____ _____	\$ _____	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other _____
3.2. Creditor's name _____ Street _____ City _____ State _____ ZIP Code _____	_____ _____ _____	\$ _____	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other _____

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☒ None

Insider's name and address	Dates	Total amount or value	Reasons for payment or transfer
4.1. Insider's name _____ Street _____ City _____ State _____ ZIP Code _____ Relationship to debtor _____	_____ _____ _____	\$ _____	_____ _____ _____
4.2. Insider's name _____ Street _____ City _____ State _____ ZIP Code _____ Relationship to debtor _____	_____ _____ _____	\$ _____	_____ _____ _____

Debtor Worthington Energy, Inc.
Name

Case number (if known) _____

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

☒ None

Creditor's name and address	Description of the property	Date	Value of property
5.1. Creditor's name _____ Street _____ City _____ State _____ ZIP Code _____	_____	_____	\$ _____
5.2. Creditor's name _____ Street _____ City _____ State _____ ZIP Code _____	_____	_____	\$ _____

6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☒ None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
Creditor's name _____ Street _____ City _____ State _____ ZIP Code _____	_____	_____	\$ _____
Last 4 digits of account number: XXXX- _____			

Part 3: Legal Actions or Assignments**7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☒ None

Case title	Nature of case	Court or agency's name and address	Status of case
7.1. Case title _____ Case number _____	_____	Name _____ Street _____ City _____ State _____ ZIP Code _____	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
7.2. Case title _____ Case number _____	_____	Court or agency's name and address _____ Name _____ Street _____ City _____ State _____ ZIP Code _____	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded

Debtor Worthington Energy, Inc.
Name

Case number (if known) _____

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☒ None

Custodian's name and address	Description of the property	Value
Custodian's name Street City State ZIP Code	Case title Case number Date of order or assignment	\$ Court name and address Name Street City State ZIP Code

Part 4: Certain Gifts and Charitable Contributions**9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000**☒ None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
9.1. Recipient's name Street City State ZIP Code Recipient's relationship to debtor			\$
9.2. Recipient's name Street City State ZIP Code Recipient's relationship to debtor			\$

Part 5: Certain Losses**10. All losses from fire, theft, or other casualty within 1 year before filing this case.**☒ None

Description of the property lost and how the loss occurred	Amount of payments received for the loss If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received. List unpaid claims on Official Form 106A/B (Schedule A/B: Assets - Real and Personal Property).	Date of loss	Value of property lost
			\$

Debtor Worthington Energy, Inc.
Name

Case number (if known) _____

Part 6: Certain Payments or Transfers**11. Payments related to bankruptcy**

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☒ None

11.1.

Who was paid or who received the transfer?	If not money, describe any property transferred	Dates	Total amount or value
--	---	-------	-----------------------

Address

Street

City State ZIP Code

Email or website address

Who made the payment, if not debtor?

11.2.

Who was paid or who received the transfer?	If not money, describe any property transferred	Dates	Total amount or value
--	---	-------	-----------------------

Address

Street

City State ZIP Code

Email or website address

Who made the payment, if not debtor?

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.

Do not include transfers already listed on this statement.

☒ None

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
-------------------------	-----------------------------------	---------------------------	-----------------------

Trustee

Debtor Worthington Energy, Inc.
Name

Case number (if known) _____

13. Transfers not already listed on this statement

List any transfers of money or other property—by sale, trade, or any other means—made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☒ None

Who received transfer?	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
13.1. _____ Address _____ Street _____ City _____ State _____ ZIP Code _____ Relationship to debtor _____	_____	_____	\$ _____
13.2. _____ Address _____ Street _____ City _____ State _____ ZIP Code _____ Relationship to debtor _____	_____	_____	\$ _____

Part 7: Previous Locations**14. Previous addresses**

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☐ Does not apply

Address	Dates of occupancy
14.1. 145 Corte Madera Town Center, Suite 138 Street Corte Madera, CA 94925 City State ZIP Code	From Jan 2014 To June 2017
14.2. _____ Street City State ZIP Code	From _____ To _____

Debtor Worthington Energy, Inc.
Name

Case number (if known) _____

Part 8: Health Care Bankruptcies**15. Health Care bankruptcies**

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

- ☒ No. Go to Part 9.
- ☐ Yes. Fill in the information below.

Facility name and address	Nature of the business operation, including type of services the debtor provides	If debtor provides meals and housing, number of patients in debtor's care
15.1. Facility name _____ Street _____ City _____ State _____ ZIP Code _____	Location where patient records are maintained (if different from facility address). If electronic, identify any service provider. _____ _____	How are records kept? Check all that apply: <input type="checkbox"/> Electronically <input type="checkbox"/> Paper
15.2. Facility name _____ Street _____ City _____ State _____ ZIP Code _____	Location where patient records are maintained (if different from facility address). If electronic, identify any service provider. _____ _____	How are records kept? Check all that apply: <input type="checkbox"/> Electronically <input type="checkbox"/> Paper

Part 9: Personally Identifiable Information**16. Does the debtor collect and retain personally identifiable information of customers?**

- ☒ No.
- ☐ Yes. State the nature of the information collected and retained. _____
- Does the debtor have a privacy policy about that information?
- ☐ No
- ☐ Yes

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

- ☒ No. Go to Part 10.
- ☐ Yes. Does the debtor serve as plan administrator?
- ☐ No. Go to Part 10.
- ☐ Yes. Fill in below:

Name of plan _____	Employer identification number of the plan _____
	EIN: _____ - _____ - _____

Has the plan been terminated?

- ☐ No
- ☐ Yes

Debtor Worthington Energy, Inc.
Name

Case number (if known) _____

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units**18. Closed financial accounts**

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

☒ None

Financial institution name and address	Last 4 digits of account number	Type of account	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
18.1. _____ Name _____ Street _____ City State ZIP Code	XXXX-____	<input type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money market <input type="checkbox"/> Brokerage <input type="checkbox"/> Other _____	_____	\$ _____
18.2. _____ Name _____ Street _____ City State ZIP Code	XXXX-____	<input type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money market <input type="checkbox"/> Brokerage <input type="checkbox"/> Other _____	_____	\$ _____

19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

☒ None

Depository institution name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
Name _____ Street _____ City State ZIP Code	_____ _____ Address _____ _____	m _____ _____ _____	<input type="checkbox"/> No <input type="checkbox"/> Yes

20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☒ None

Facility name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
Name _____ Street _____ City State ZIP Code	_____ _____ Address _____ _____	_____ _____ _____	<input type="checkbox"/> No <input type="checkbox"/> Yes

Debtor Worthington Energy, Inc.
Name

Case number (if known) _____

Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own**21. Property held for another**

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☒ None

Owner's name and address	Location of the property	Description of the property	Value
Name			\$ _____
Street			
City State ZIP Code			

Part 12: Details About Environmental Information

For the purpose of Part 12, the following definitions apply:

- *Environmental law* means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).
- *Site* means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.
- *Hazardous material* means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.

☒ No

☐ Yes. Provide details below.

Case title	Court or agency name and address	Nature of the case	Status of case
Case number	Name		<input type="checkbox"/> Pending
	Street		<input type="checkbox"/> On appeal
	City State ZIP Code		<input type="checkbox"/> Concluded

23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

☒ No

☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
Name	Name		
Street	Street		
City State ZIP Code	City State ZIP Code		

Debtor Worthington Energy, Inc.
Name

Case number (if known) _____

24. Has the debtor notified any governmental unit of any release of hazardous material?

- ☒ No
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
Name _____	Name _____	_____	_____
Street _____	Street _____	_____	_____
City _____ State _____ ZIP Code _____	City _____ State _____ ZIP Code _____		

Part 13: Details About the Debtor's Business or Connections to Any Business**25. Other businesses in which the debtor has or has had an interest**

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

- ☒ None

Business name and address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
25.1. Name _____ Street _____ City _____ State _____ ZIP Code _____	_____ _____ _____	EIN: _____ - _____ Dates business existed _____ From _____ To _____
25.2. Business name and address _____ Name _____ Street _____ City _____ State _____ ZIP Code _____	Describe the nature of the business _____ _____ _____	Employer Identification number Do not include Social Security number or ITIN. EIN: _____ - _____ Dates business existed _____ From _____ To _____
25.3. Business name and address _____ Name _____ Street _____ City _____ State _____ ZIP Code _____	Describe the nature of the business _____ _____ _____	Employer Identification number Do not include Social Security number or ITIN. EIN: _____ - _____ Dates business existed _____ From _____ To _____

Debtor Worthington Energy, Inc.
Name

Case number (if known) _____

26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

☒ None

Name and address	Dates of service
26a.1. _____ Name _____ Street _____ City State ZIP Code	From _____ To _____

Name and address	Dates of service
26a.2. _____ Name _____ Street _____ City State ZIP Code	From _____ To _____

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

☒ None

Name and address	Dates of service
26b.1. _____ Name _____ Street _____ City State ZIP Code	From _____ To _____

Name and address	Dates of service
26b.2. _____ Name _____ Street _____ City State ZIP Code	From _____ To _____

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

☒ None

Name and address	If any books of account and records are unavailable, explain why
26c.1. _____ Name _____ Street _____ City State ZIP Code	_____ _____ _____

Debtor Worthington Energy, Inc.
Name

Case number (if known) _____

Name and addressIf any books of account and records are
unavailable, explain why

26c.2.

Name _____

Street _____

City _____

State _____

ZIP Code _____

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☒ None**Name and address**

26d.1.

Name _____

Street _____

City _____

State _____

ZIP Code _____

Name and address

26d.2.

Name _____

Street _____

City _____

State _____

ZIP Code _____

27. Inventories

Have any inventories of the debtor's property been taken within 2 years before filing this case?

☒ No☐ Yes. Give the details about the two most recent inventories.**Name of the person who supervised the taking of the inventory****Date of
inventory****The dollar amount and basis (cost, market, or
other basis) of each inventory**

\$ _____

Name and address of the person who has possession of inventory records

27.1.

Name _____

Street _____

City _____

State _____

ZIP Code _____

Debtor Worthington Energy, Inc.
Name

Case number (if known) _____

Name of the person who supervised the taking of the inventory

Date of
InventoryThe dollar amount and basis (cost, market, or
other basis) of each inventory

\$ _____

Name and address of the person who has possession of inventory records

27.2.

Name

Street

City

State

ZIP Code

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Name	Address	Position and nature of any interest	% of interest, if any
Al Kau	33671 Chula Vista Ave. Dana Point, CA	Pres & Director	0.1%
Charles Volk	145 Corte Madera Town Center #138 Corte Madera, CA 94925	Director	72.3%

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

☒ No☐ Yes. Identify below.

Name	Address	Position and nature of any interest	Period during which position or interest was held
			From _____ To _____
			From _____ To _____
			From _____ To _____
			From _____ To _____

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

☒ No☐ Yes. Identify below.

Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
30.1.			
Name			
Street			
City			
State			
ZIP Code			
Relationship to debtor			

Debtor Worthington Energy, Inc.
Name

Case number (if known) _____

Name and address of recipient

30.2

Name _____

Street _____

City _____

State _____

ZIP Code _____

Relationship to debtor

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

☒ No☐ Yes. Identify below.

Name of the parent corporation _____

Employer identification number of the parent corporation _____

EIN: _____ - _____

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

☒ No☐ Yes. Identify below.

Name of the pension fund _____

Employer identification number of the pension fund _____

EIN: _____ - _____

Part 14: Signature and Declaration

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both, 18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on _____
MM / DD / YYYY

x

Printed name Al Kau

Signature of individual signing on behalf of the debtor

Position or relationship to debtor PresidentAre additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?☒ No☐ Yes

CSD 2030 [12/01/15]

Name, Address, Telephone No. & I.D. No.

Daniel Masters (SBN 220729)
P. O. Box 66
La Jolla, CA 92038
(858) 459-1133

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF CALIFORNIA
325 West F Street, San Diego, California 92101-6991

In Re

WORTHINGTON ENERGY, INC.
a Nevada corporation

BANKRUPTCY NO.

Debtor.

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR

1. Pursuant to 11 U.S.C. § 329(a) and Federal Rule of Bankruptcy Procedure 2016(b), I certify that I am the attorney for the above-named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept \$ 450 / hour

Prior to the filing of this statement I have received \$ 0

Balance Due \$

2. The source of the compensation paid to me was:

☐ Debtor

☐ Other (specify)

3. The source of compensation to be paid to me is:

☒ Debtor

☐ Other (specify)

4. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

☐ I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation, is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;

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- d. Representation of the debtor in adversary proceedings and other contested bankruptcy matters;
- e. [Other provisions as needed]

6. By agreement with the debtor(s), the above-disclosed fee does not include the following services:
Any non-bankruptcy matters.

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

DATED:

5-1-18



Daniel Masters

(Typed Name and Signature)

Law Office of Daniel Masters

(Name of Law Firm)